

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11**EXHIBIT
D**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name National Rifle Association of America

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 53-0116130

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

11250 Waples Mill Road
Fairfax, VA 22030

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Fairfax

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.nra.org

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor

National Rifle Association of America

Case number (if known)

Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District

When

Case number

District

When

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor

Sea Girt LLC

Relationship

Affiliate

District

When

Case number, if known

Debtor

National Rifle Association of America

Case number (if known)

Name

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

National Rifle Association of America

Case number (if known)

Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 15, 2021**

MM / DD / YYYY

X /s/ Wayne LaPierre

Signature of authorized representative of debtor

Wayne LaPierre

Printed name

Title **Executive Vice President**

18. Signature of attorney

X /s/ Patrick J. Neligan, Jr.

Signature of attorney for debtor

Date **January 15, 2021**

MM / DD / YYYY

Patrick J. Neligan, Jr. 14866000

Printed name

Neligan LLP

Firm name

325 N. St. Paul

Suite 3600

Dallas, TX 75201

Number, Street, City, State & ZIP Code

Contact phone **214-840-5300**

Email address **pneligan@neliganlaw.com**

14866000 TX

Bar number and State

**RESOLUTION AUTHORIZING CHAPTER 11 REORGANIZATION
AND RELATED RETENTION OF COUNSEL**

WHEREAS, on January 7, 2021, at a meeting of the Board of Directors of the National Rifle Association of America (“NRA”), the NRA Board of Directors voted to approve that certain Employment Agreement between the NRA and Wayne LaPierre, its Executive Vice President, clarifying, for avoidance of doubt, that Wayne LaPierre is delegated the power to “exercise corporate authority in furtherance of the mission and interests of the NRA, including ... to reorganize or restructure the affairs of the Association;” and

WHEREAS, the NRA is the single member and manager of Sea Girt, a Texas limited liability company; and

WHEREAS, on September 10, 2020, NRA President Carolyn Meadows announced the appointment of a Special Litigation Committee of the NRA to oversee the prosecution and defense of certain litigation; and

WHEREAS, on January 7, 2021, the Board of the NRA enacted a resolution formalizing the existence of the Special Litigation Committee as a committee of the Board of the NRA pursuant to N.Y. N-PCL § 712(a), and such resolution contained the following provisions:

RESOLVED that a Special Litigation Committee of the NRA Board of Directors is hereby appointed, and that the members of such Committee shall be Carolyn Meadows, Charles Cotton, and Willes Lee, each of whom has been determined to be independent and disinterested in all respects relevant to their service on the Special Litigation Committee, and be it further

RESOLVED that the Special Litigation Committee shall exercise corporate authority on behalf of the NRA with respect to the prosecution and defense of (i) the litigation captioned *People of the State of New York v. The National Rifle Association et al.*, Index No. 451625/2020 (Sup. Ct. N.Y.); (ii) the litigation captioned *The National Rifle Association v. Letitia James*, Case No. 1:20-cv-889 (N.D.N.Y. 2020); (iii) the litigation captioned *District of Columbia v. NRA Foundation, Inc. et al.*, (2020 CA 003545 B); and (iv) any additional legal proceedings arising from or relating to the same facts, circumstances, or allegations as the foregoing, wherein the potential for an actual or apparent conflict of interest favors recusal by one or more NRA executives who would customarily oversee such proceedings; and

WHEREAS, in consultation with the Special Litigation Committee, Wayne LaPierre determined that a Chapter 11 reorganization of the NRA along with its wholly owned single member-managed Texas subsidiary, Sea Girt, would advance the best interests of the NRA, its members, and its mission, as well as the interests of Sea Girt; now, therefore, be it

RESOLVED that the commencement of a Chapter 11 reorganization proceeding in the United States District Court for the Northern District of Texas on behalf of the NRA and its wholly owned, single member-managed limited liability company, Sea Girt, is hereby authorized and directed; and be it further

RESOLVED that the NRA and Sea Girt shall retain, as debtor's counsel in connection with such reorganization proceeding, the firm of Neligan LLP; and be it further

RESOLVED that the NRA and Sea Girt shall retain the firm of Brewer, Attorneys & Counselors ("BAC") as special counsel to prosecute and defend certain non-bankruptcy matters during the course of such Chapter 11 proceeding, including the prepetition matters presently handled by BAC.

[Remainder of page intentionally left blank]

Executed this 15th day of January, 2021.

By: Wayne LaPierre
Wayne LaPierre
Executive Vice President

**ACKNOWLEDGED AND AGREED BY
SPECIAL LITIGATION COMMITTEE:**

By: _____
Carolyn Meadows
Committee Chair

By: _____
Charles Cotton

By: _____
Willes Lee

Executed this 15th day of January, 2021.

By: _____
Wayne LaPierre
Executive Vice President

**ACKNOWLEDGED AND AGREED BY
SPECIAL LITIGATION COMMITTEE:**

By: Carolyn Meadows
Carolyn Meadows
Committee Chair

By: _____
Charles Cotton

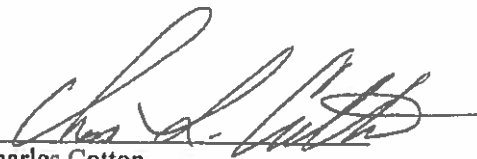
By: _____
Willes Lee

Executed this 15th day of January, 2021.

By: _____
Wayne LaPierre
Executive Vice President

**ACKNOWLEDGED AND AGREED BY
SPECIAL LITIGATION COMMITTEE:**

By: _____
Carolyn Meadows
Committee Chair

By:  _____
Charles Cotton

By: _____
Willes Lee

Executed this 15th day of January, 2021.

By: _____
Wayne LaPierre
Executive Vice President

**ACKNOWLEDGED AND AGREED BY
SPECIAL LITIGATION COMMITTEE:**

By: _____
Carolyn Meadows
Committee Chair

By: _____
Charles Cotton

By:  _____
Willes Lee

Fill in this information to identify the case:

Debtor name **National Rifle Association of America**
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Ackerman McQueen, Inc. 1601 Northwest Expressway Oklahoma City, OK 73118-1438 | | | Disputed | | | \$1,273,800.12 |
| Membership Marketing Partners LLC 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030 | | | | | | \$961,850.00 |
| Gould Paper Corporation Attn: Warren Connor 99 Park Avenue, 10th Floor New York, NY 10016 | | | | | | \$855,746.40 |
| Infocision Management Corp. 325 Springside Drive Akron, OH 44333 | | | | | | \$712,034.83 |
| Under Wild Skies 201 N. Union Street, Suite 510 Alexandria, VA 22314 | | | Disputed | | | \$550,000.00 |
| Valtim Incorporated P. O. Box 114 Forest, VA 24551 | | | | | | \$549,177.67 |
| Quadgraphics N63W23075 Hwy 74 Sussex, WI 53089 | | | | | | \$522,236.91 |

Debtor **National Rifle Association of America**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Communications Corp of America Attn: Judy Reid 13195 Freedom Way Boston, VA 22713 | | | | | | \$509,746.09 |
| Membership Advisors Public REL 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030 | | | | | | \$373,000.00 |
| Salesforce.Com, Inc. One Mark St - The Landmark Suite 300 San Francisco, CA 94105 | | | | | | \$332,969.11 |
| Mercury Group 1601 NW Expressway, Suite 1100 Oklahoma City, OK 73118 | | | Disputed | | | \$258,613.17 |
| Speedway Motorsports Inc. P.O. Box 600 Concord, NC 28026 | | | | | | \$200,000.00 |
| Image Direct Group LLC 200 Monroe Avenue Building 4 Frederick, MD 21701 | | | | | | \$143,206.31 |
| Google 1600 Amphitheatre Parkway Mountain View, CA 94043-1351 | | | | | | \$132,016.49 |
| TMA Direct, Inc. 12021 Sunset Hills Road, Suite 350 Manassas, VA 20109 | | | | | | \$116,989.64 |
| United Parcel Services P.O. Box 7247-0244 Philadelphia, PA 19170 | | | | | | \$100,883.93 |
| Membership Advisors Fund Raising 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030 | | | | | | \$90,000.00 |

Debtor **National Rifle Association of America**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Stone River Gear, LLC P.O. Box 67 Bethel, CT 06801 | | | | | | \$89,284.80 |
| Krueger Associates, Inc. 105 Commerce Drive Aston, PA 19014 | | | | | | \$66,762.00 |
| CDW Computer Centers, Inc. P.O. Box 75723 Chicago, IL 60675 | | | | | | \$59,541.05 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

| | | |
|--|----------------------------|---|
| IN RE: NATIONAL RIFLE ASSOCIATION OF AMERICA DEBTOR¹ | § § § § § § | CHAPTER 11 CASE NO. _____ Joint Administration Requested |
|--|----------------------------|---|

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)(1)
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

National Rifle Association of America is a not-for-profit, tax exempt organization with no equity ownership and therefore there are no entities to disclose under Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1(a).

Dated: January 15, 2021

By: /s/ Wayne LaPierre
Name: Wayne LaPierre
Title: Executive Vice President

¹ The last four digits of the Debtors' taxpayer identification numbers are: 6130.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

| | | |
|--|----------------------------|--|
| IN RE: NATIONAL RIFLE ASSOCIATION OF AMERICA DEBTOR¹ | § § § § § § | CHAPTER 11 CASE NO. ____ Joint Administration Requested |
|--|----------------------------|--|

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO FEDERAL RULE OF
BANKRUPTCY PROCEDURE RULE 1007(a)(3)**

National Rifle Association of America is a not-for-profit, tax exempt organization with no equity ownership and therefore there are no entities to disclose under Federal Rule of Bankruptcy Procedure 1007(a)(3).

Dated: January 15, 2021

By: /s/ Wayne LaPierre
Name: Wayne LaPierre
Title: Executive Vice President

¹ The last four digits of the Debtors' taxpayer identification numbers are: 6130.

Fill in this information to identify the case:Debtor name National Rifle Association of AmericaUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**
List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 15, 2021**X /s/ Wayne LaPierre**

Signature of individual signing on behalf of debtor

Wayne LaPierre

Printed name

Executive Vice President

Position or relationship to debtor